$1.00
12
APR
02475

APPROVED BY THE COMICS CODE AUTHORITY

#12 IN A TWELVE-ISSUE LIMITED SERIES

MARVEL SUPER HEROES™ SECRET WARS™

AFTER THE BIG BANG!

© 2011 Marvel Characters, Inc. All rights reserved. WWW.MARVEL.COM

Transported to a strange planet by an all-powerful being from beyond the universe called the *Beyonder*, the mightiest Super Heroes and Super-Villains of all were gathered to fight the ultimate war! After many epic battles, the heroes, led by *Captain America* had conquered all who opposed them — all save one. That one was *Doctor Doom*, who managed to wrest away the godlike power of the Beyonder himself, and use it to utterly destroy the Super Heroes.

Stan Lee PRESENTS: MARVEL SUPER HEROES™ SECRET WARS™

JIM SHOOTER WRITER | MIKE ZECK PENCILER | JOHN BEATTY INKER | JOE ROSEN LETTERER | CHRISTIE SCHEELE COLORIST | TOM DEFALCO EDITOR

"...NOTHING TO FEAR..."

TWENTY-ONE LIE DEAD HERE. TWENTY-ONE HEROES BLOWN TO PIECES BY A BOLT FROM THE BLUE.

CAPTAIN AMERICA... THOR... THE WASP... CAPTAIN MARVEL... HAWKEYE... IRON MAN...

© 2011 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental.

...PROFESSOR CHARLES XAVIER...NIGHTCRAWLER...COLOSSUS...CYCLOPS...STORM...WOLVERINE... ROGUE...MAGNETO...

...MISTER FANTASTIC...THE THING...THE HUMAN TORCH...THE HULK...SPIDER-MAN...AND SPIDER-WOMAN...ALL ARE BUT CARRION NOW.

BLOOD OOZING FROM THE MANGLED REMAINS OF THEIR FLESH SIZZLES ACROSS THE SMOLDERING DEBRIS OF THEIR ONCE-MIGHTY FORTRESS.

FROM A DISTANT PEAK, DENIZENS OF THE ALIEN VILLAGE, WHICH ONCE SERVED AS REFUGE TO THE HEROES, WITNESS THE SMOKE SPREADING ACROSS THE SKY.

ZSAJI, THE HEALER, WHO SO OFTEN IN RECENT DAYS MENDED THE HEROES' WOUNDS AND EASED THEIR PAIN, REMEMBERS THE GENTLE CARESS OF THE TALL, STRONG ONE CALLED **COLOSSUS** WHO LOVED HER SO. IS HE BEYOND HER POWER NOW-- **DEAD** AND GONE FOREVER?

SHE FEARS THE WORST...

HUNDREDS OF MILES AWAY, IN THE FASTNESS OF A MIGHTY TOWER WHICH PROBES THE VERY FRINGES OF SPACE--

--DWELLS THE AUTHOR OF THE CARNAGE...

DOCTOR DOOM! IS IT OVER? ARE THEY DEAD?

YES, KLAW... THEY ARE DEAD!

DEAD! ED, ED, ED..! AND NOW, DOOM--?

NOW, ONCE AGAIN, I SHALL DRAW THE POWER IN... *CONTAIN* IT... SEAL IT UP SAFELY WITHIN THE DEPTHS OF MY BEING!

SEAL UP THE POWER-- GOD'S MIGHT IN A CAN! THUS, DOOM IS JUST ANOTHER MAN!

BUT *WHY?*

LEST IN A CARELESS MOMENT, A CASUAL FLICK OF MY LITTLE FINGER MIGHT BLACKEN A STAR SYSTEM, OR WIPE OUT AN INTERGALACTIC CIVILIZATION. LEST, LIKE VISHNU, "I AM BECOME DEATH, THE DESTROYER OF WORLDS."

THIS UNIVERSE IS TOO FRAGILE!

SUCH POWER! SUCH WEIGHT UPON YOUR SHOULDERS! POOR DOOM!

BUT THE POWER IS BOTTLED UP! NOW ALL THE PEOPLE ON ALL THE WORLDS CAN BREATHE EASY AND RELAX ...AND SO CAN DOOM!

YES... NOW THAT MY ENEMIES ARE DEAD...

ARE YOU SURE THEY'RE DEAD?

I MEAN, THAT'S WHAT YOU *SAID*, ED, ED... BUT...

OF COURSE THEY'RE DEAD! THEY *MUST* BE DEAD!

MEANWHILE, SEVERAL MILLION MILES AWAY, A SIX-SQUARE-MILE CHUNK OF EARTH HURTLES THROUGH SPACE.

*ABOUT A WEEK AGO, THIS SUBURB OF DENVER, COLORADO WAS STOLEN FROM THE EARTH AND TRANSPORTED TRILLIONS OF MILES TO BECOME PART OF THE PATCHWORK PLANET BELOW, ASSEMBLED BY THE BEYONDER AS A **BATTLEWORLD.***

BUT, HOURS AGO, IT WAS RIPPED FROM THE BATTLE-PLANET BY THE AWESOME POWER OF THE MOLECULE MAN--

--WHO MEANS TO TAKE IT HOME!

*IN THE MODEST APARTMENT OF ONE MARSHA ROSENBERG, ALSO KNOWN AS **VOLCANA**, WHERE CURRENTLY A WHO'S WHO OF SUPER CRIMINALS RESIDES--*

*--THE EXQUISITE **ENCHANTRESS**, SUPREME SORCERESS OF ASGARD, LOCKS HERSELF IN THE BATHROOM...*

HOW CONVENIENT THAT THE MOLECULE MAN MADE THIS MORTAL CONTRIVANCE WORK AGAIN!

ARISE, ELEMENTAL!

OKAY, OKAY...

I REQUIRE INFORMATION TO PLAN MY NEXT MOVE! FIRST, LITTLE ONE...TELL ME WHAT YOU KNOW OF THE *BEYONDER!*

TOUGH QUESTION! WOWIE! IF I ANSWER, WILL YOU GRANT ME POWER TO WALK THROUGH FIELDS OF FLOWERS AS MORTALS DO?

ANSWER, OR I WILL FREEZE YOU SOLID, AND...

OKAY, OKAY!

WELL, I WAS GOSSIPING WITH OTHERWORLD SPIRIT-ESSENCES A LITTLE--SOME OF THEM KNOW JUST ABOUT *EVERYTHING*-- AND THIS IS WHAT I HEARD...

IN HIS REALM, THE BEYONDER WAS EVERYTHING AND EVERYTHING WAS HIM...AND HE WAS CONTENT! BUT, BY CHANCE, AN *EVENT* IN OUR UNIVERSE OPENED A PINHOLE INTO HIS BEYOND-REALM-- AND THROUGH THE PINHOLE HE GLIMPSED THE EARTH!

FOR THE FIRST TIME IN HIS EXISTENCE HE BECAME *CURIOUS!* SO, HE BEGAN TO OBSERVE! FOR YEARS, HE WATCHED THE EARTH!

ONE THING CONFOUNDED HIM ABOVE ALL ELSE-- THIS *INCOMPLETENESS* BEINGS OF OUR UNIVERSE SEEMED TO HAVE--THIS THING CALLED...*DESIRE!*

HE SET ABOUT TO *STUDY* IT! HE SOUGHT *SUBJECTS!* HIS EYE, NATURALLY WAS CAUGHT BY BEINGS OF GREAT POWER, PRESENCE... AND PALPABLE DESIRE!

LIKE *YOU*, MIGHTY ENCHANTRESS!

"SO HE REACHED RIGHT INTO THE VERY GOLDEN REALM OF THE GODS AND *SNATCHED* YOU RIGHT IN THE MIDDLE OF AN EVIL SCHEME TO CONQUER ASGARD AND SEDUCE NOBLE THOR--!"

TELL ME MORE OF WHAT I DO *NOT* KNOW, SPIRIT...OR SUFFER A RATHER...ARID FATE!

OKAY, OKAY!

THE BEYONDER CHOSE ONLY A HANDFUL OF BEINGS FROM AMONG HUNDREDS HE'D OBSERVED -- LIKE CANDIES FROM A TRAY!

SOME HE SIMPLY SEIZED... SOME HE MERELY OPENED THE DOOR FOR-- AND THEY CAME OF THEIR OWN FREE WILL!

THOSE ONES, I HEARD, REALLY PUZZLED HIM--I MEAN, CAN YOU IMAGINE A TOTAL OUTSIDER TRYING TO MAKE SENSE OF THE WAY SUPER HEROES BEHAVE?

ONCE HE *HAD* HIS SUBJECTS, HE SORTED THEM ACCORDING TO THE NATURE OF THEIR DESIRES! THAT'S WHY ***MAGNETO*** ENDED UP WITH CAPTAIN AMERICA'S GROUP! HIS DESIRES ***SEEMED*** LIKED THEIRS... AND UNLIKE THE ***PERSONAL*** DESIRES OF THE OTHER... UM... FOLKS LIKE YOU...

"SO, ANYWAY THE BEYONDER BEGAN HIS EXPERIMENT BY ISSUING HIS CHALLENGE..."

...SLAY YOUR ENEMIES AND ALL YOU DESIRE SHALL BE YOURS!

"SURE ENOUGH, WAR BROKE OUT...

"BUT, WHILE EVERYONE ELSE WAS FIGHTING ON THE PLANET BELOW, DOCTOR DOOM MANAGED TO GET INTO THE BEYONDER'S REALM, WHERE HE ATTACKED THE BEYONDER HIMSELF!"

AND... DOOM *WON*...

RIGHT... AND STOLE AWAY THE BEYONDER'S POWER!

NOT LONG AFTER THAT, THE MOLECULE MAN DECIDED TO RIP THIS CHUNK UP AND FLY IT AND EVERYBODY ON IT BACK TO EARTH! AND HERE WE ARE! TA-DA! THE END!

MAY I GO DOWN THE DRAIN NOW, PLEASE?

YOU HAVE RAPPORT WITH EVERY PUDDLE, BASIN OF WATER, EVERY CLOUD... TELL ME, WHAT TRANSPIRES BACK 'PON BATTLE-WORLD NOW!

WHAT? ARE YOU FLIPPED? I CAN'T DO THAT!

WHY, YOU BRASH LITTLE STRUMPET--!

MERCY! I--I JUST DON'T HAVE THE *POWER* TO REACH THAT FAR--!

OH, *I'LL* GIVE YOU POWER, IMPUDENT ONE!

THE WATER IN THE TUB BEGINS TO CHURN AND BOIL--

--AND IN THE SEETHING LIQUID, IMAGES TAKE SHAPE. THE EYES OF THE ENCHANTRESS WIDEN AS EVENTS OF THE RECENT PAST ARE REVEALED...

SHE WITNESSES THE CATACLYSMIC DESTRUCTION OF THE HEROES -- EVEN NOBLE THOR, PRINCE OF THE GODS OF HER HOMELAND, ASGARD...

RELAXING IN HIS SANCTUM EVEN NOW, SHE SEES THE NIGH-OMNIPOTENT DOOM, WHO SO EFFORTLESSLY CAUSED THAT SUDDEN SLAUGHTER...

AND, SHE COAXES FORTH AN IMAGE WHICH SHOWS HIS NEXT GOAL -- INVADING THE REALM OF THE DREAD DEMON, MEPHISTO, TO FREE HIS MOTHER'S CAPTIVE SPIRIT...

A SHUDDER ROLLS DOWN HER SPINE...

HEY, DIDJA *FALL IN*?! ANY TIME THIS WEEK, 'CHANTRESS!

SOME OF US AIN'T IMMORTAL, YA KNOW!

THWAM! THWAM!

PATIENCE, ABSORBING MAN--! A FEW MOMENTS MORE!

ONE MORE QUESTION-- IS THE BEYONDER *DEAD*?

N-NO... HE IS CLOSE BY DOOM, BUT TOO WEAK TO ACT... HE IS HIDING WHERE DOOM WOULD NEVER SUSPECT, AWAITING AN OPPORTUNITY... A MOMENT OF VULNERABILITY.

SECONDS LATER...

IT'S ABOUT TIME!

I COULD HAVE SWORN I HEARD HER TALKIN' TO SOMEBODY IN THERE...

...AN' SHE LOOKS DIFFERENT THAN USUAL... *SCARED* MAYBE! I WONDER WHAT OF?

HUH! WOMEN--!

AT THAT MOMENT, IN THE LIVING ROOM...

RRAWRR!

OUT! LIZARD WANTSS OUT OF THISS HUMANSS'NESST! MUSST BE IN SSWAMP! LIZARD *HATES* HUMANSS!

HE'S FLIPPING OUT!

SO LET'S *KILL* THAT OVERGROWN SALAMANDER!

NO! LEAVE HIM ALONE!

VOLCANA--! GEEZ, WATCH IT, WILLYA?

YOU *WRECKING CREW* GUYS BETTER "WATCH IT"! THE LIZARD DOESN'T MEAN ANY HARM! HE'S JUST... CONFUSED!

POOR BABY! NOBODY UNDERSTANDS YOU, DO THEY? WELL, DON'T YOU WORRY, WE'LL BE HOME SOON!

"SOON?"

SUCH *IDIOCY--!* DON'T YOU FOOLS REALIZE THE ODDS AGAINST US EVER REACHING EARTH? AN *ANT* DROPPED IN THE MIDDLE OF THE SAHARA WOULD STAND A BETTER CHANCE OF GETTING TO HAWAII!

IF, BY SOME MIRACLE, WE'RE HEADED IN THE RIGHT DIRECTION, IT'D TAKE US A BILLION LIFE-TIMES TO MAKE THE TRIP FROM HERE!

OWIE WILL GET US HOME! WHY CAN'T YOU JUST HAVE *FAITH*, OCTOPUS?

FAITH?! IN THAT-- THAT LITTLE...!

RAK-KRASH!

WHAT'S THE PROBLEM HERE?
THE *MOLECULE MAN!* HOW ON...EARTH...
OWIE! WHERE HAVE YOU BEEN, DARLING?
OUT PRACTICING MATTER-ENERGY CONVERSION! IT'S LIKE DOOM SAID--I CAN DO *ANYTHING!*
ARE YOU...UPSET ABOUT SOMETHING, DOCTOR OCTOPUS?

UPSET? OH, *YES!* BECAUSE I'D RATHER TAKE MY CHANCES ON BATTLEWORLD THAN DIE OF OLD AGE ON THIS ROCK WHILE WANDERING BLINDLY, ENDLESSLY THROUGH SPACE!

DON'T YOU UNDERSTAND--? EVEN TRAVELLING NEAR LIGHTSPEED, IT'D TAKE US BILLIONS OF YEARS TO REACH EARTH! WE'VE ONLY GONE A FEW MILLION MILES SO FAR--WE'RE NOT EVEN OUT OF SIGHT OF BATTLEWORLD!
TRUE, BUT, REALLY, I *CAN* GET US HOME!
IMPOSSIBLE! AND YOU KNOW IT!

LOOK, I'LL *SHOW* YOU I CAN, IF YOU GIVE ME A CHANCE!
SHOW ME? SHOW ME WHAT?
COME, VOLCANA...

YOU'LL SEE!
COME WITH ME...YOU CANNOT RESIST...

I'D BETTER "SEE"...
HONEST, DOCTOR OCTOPUS, YOU WILL!
VOLCANA...?

MOMENTS LATER, IN A NEARBY GLEN...

HUH? HOW DID I GET HERE?

I SUMMONED YOU!

THE TIME HAS COME TO REPAY THE *DEBT* YOU OWE ME! WE MADE A BARGAIN, REMEMBER? YOU WISHED TO BE TRANSPORTED TO YOUR LOVER'S SIDE-- AND YOU OFFERED ME..."ANY-THING" IN RETURN!*

*SEE ISSUE #7.

NOW I HAVE NEED...

...FOR I HAVE LEARNED THAT THE FATES OF ALL BEINGS-- GODS, MEN, AND DEMONS ALIKE ARE IMPERILED AT THIS MOMENT! I MUST RETURN TO ASGARD IMMEDIATELY TO WARN MY PEOPLE!

BUT, THE DISTANCE IS TOO GREAT! I NEED MORE *POWER* TO TELEPORT SO FAR! DRAINING YOUR *LIFE-FORCE* SHALL AFFORD ME THAT POWER-- AND, OF COURSE, KILL YOU!

NO-OOO!

A MYSTIC COVENANT IS BINDING! YOU CANNOT RESIST! PREPARE TO DIE, SOW!

ELSEWHERE...

THERE, OCTOPUS! LOOK!

LOOK AT WHAT? THE SKY? WHAT'S THE...

WAIT A MINUTE! THERE ARE *STARS--!*

B-BUT...THE BEYONDER *DESTROYED* ALL THE STARS!

RIGHT! AND I JUST RECONSTRUCTED 'EM AND RE-IGNITED 'EM! IT WAS EASY! I CAN DO *ANYTHING* WITH MATTER AND ENERGY!

I'M LEARNING HOW TO DO SPACEWARPS, TOO! THAT'S HOW I POPPED INTO MARSHA'S LIVING ROOM SO SUDDENLY BEFORE! WITH JUST A *LITTLE* MORE PRACTICE...

NO... NO... *NO!*

NO! YOU'RE LYING! IT CAN'T BE TRUE!

R-R-R-R-A-K-K!

HEY--!

ADMIT IT, YOU LITTLE WORM-- IT'S A TRICK!

WHOA! HOLD IT, OCTOPUS! TAKE IT EASY!

NO ONE MAKES A FOOL OF ME! I'LL KILL YOU!

THAT DOES IT!

YOU'RE NOT A WELL MAN, DOCTOR OCTOPUS! AS SOON AS WE GET BACK, I'M GOING TO DELIVER YOU--GIFT-WRAPPED-- TO THE AUTHORITIES! WITH ANY LUCK, THEY'LL PUT YOU INTO A NICE INSTITUTION FOR THE CRIMINALLY INSANE!

IT'S REALLY FOR YOUR OWN GOOD! YOU KNOW, A GOOD THERAPIST CAN WORK WONDERS!

ISN'T THAT RIGHT MARSHA?

SHE ISS GONE! THE WITCH-WOMAN HASS TAKEN HER!

THE ENCHANTRESS--? *TOOK* HER?

I KNOW THE TASSTE OF HER SSCENT! THE LIZARD WILL HELP YOU SSEARCH FOR HER!

MEANWHILE...

H-HOW CAN YOU DO THIS TO ME? HOW CAN YOU BE SO CRUEL?

CRUEL--? NAY, BLOATED ONE, YOUR LIFE IS FORFEIT IN A *NOBLE CAUSE!* DOOM MEANS TO INVADE MEPHISTO'S REALM -- AND THEN, WHO KNOWS? GOLDEN ASGARD ITSELF MAY BE NEXT!

I AM NO ALMSGIVER-- STILL, I AM AN ASGARDIAN! I HAVE A DUTY TO MY KIND, TO ALL-FATHER ODIN, AND INDEED, TO LIFE ITSELF!

THY TIME HAS COME, VOLCANA!

SUDDENLY...

STOP! STOP THAT!

BY THE NORNS--! NO!

GET HER, LIZARD!

OWWW!

GRAWRR!

IDIOTS! YOU KNOW NOT WHAT YOU DO! I MUST AWAY--TO THE ONLY PLACE WITHIN REACH!

SHE'S TELEPORTING AWAY! OWIE STOP HER!

TOO LATE!

LIZARD! STOP--! DON'T--!

ENCHANTRESS TRIED TO HURT VOLCANA! SHE MUSST DIE!

SPLIT- SECONDS LATER, ON BATTLEWORLD!

RRAWRR!

FAFNIR'S TEETH--!

AHHHHH!

MY FACE--! MY FACE!

CURSE YOU, VERMIN!

WHRAK!

RESTORING MY BEAUTY WILL COST ME *DEARLY* IN PAIN AND SORCEROUS POWER! BUT THIS AFFRONT SHALL COST YOU DEARLY, AS WELL--!

I *NEED* NO COVENANT, NO CONSENT, TO RIP AWAY THE LIFE-FORCE OF A LOWER CREATURE! YOUR BASE EXISTENCE IS *FORFEIT!*

'TIS DONE! MAY THE DUST OF YOUR ROTTING CORPSE CURSE THE GROUND IT TOUCHES!

AND MAY THE VILE ENERGIES OF YOUR LIFE-FORCE PROVE TO BE ENOW--! IT IS...UNCERTAIN... YET I MUST TRY!

TO *ASGARD* THEN-- OR PERHAPS, TO DEATH IN THE ICY VOID! ODIN HELP ME...*

AT THAT MOMENT, IN THE TOWER OF DOOM, THE MASTER DOZES...

...AND THE SERVANT...?

AHHH!

KLAW! I NEARLY FELL ASLEEP!

OH...?

I TOLD YOU NOT TO LET ME FALL ASLEEP! DON'T YOU REALIZE WHAT MIGHT HAPPEN IF I SLEPT? THE *POWER* MIGHT RISE...

CONTROLLED ONLY BY MY SUBCONSCIOUS-- MY DREAMS--IT MIGHT THROW ALL REALITY INTO CHAOS, OR EVEN CAUSE THE DESTRUCTION OF THE UNIVERSE!

OR, MAYBE YOU'D EVEN ACCIDENTALLY REVIVE THE HEROES!

THAT COULD HAPPEN, COULDN'T IT? IT'S NOT BEYOND YOUR POWER, OWER, OWER.....IS IT?

NO... NOT YET...

SPEAK NO MORE OF THEM, KLAW! THEY ARE *DEAD!*

IF YOU DIDN'T RE-CREATE THEM *SOME*-WHERE ALONG THE LINE-- WITHOUT REALIZING IT!

I DID *NOT!* I AM IN FULL CONTROL OF THE POWER! I KNOW WHAT I HAVE DONE... AND WHOM I HAVE UNDONE!

HMMM... THERE'S *ANOTHER* WAY...

ANOTHER WAY THEY MIGHT YET LIVE? AND JUST WHAT IS IT, PRAY TELL?

VERY WELL... GO ON!

WELL, THEY COULD--WAIT! I, KLAW, MASTER OF SOUND, CAN MAKE *3-D* IMAGES FROM SOLIDIFIED SOUND-ENERGY! I'LL USE THEM TO ACT IT OUT FOR YOU, IT'LL BE A *PLAY,* AY, AY!

BEHOLD! THE HEALER ZSAJI SEES THE AFTERMATH OF DESTRUCTION!

HOPPING A CAB, OR WHAT PASSES FOR ONE IN HER CULTURE, SHE RUSHES TO THE SCENE--

"-- WHERE SHE FINDS THE GORY REMAINS OF THE BODIES OF THE VICTIMS!"

"STRAINING HER HEALING POWER TO ITS UTMOST--IT'S REALLY JUST A MATTER OF MOVING ENERGY, YOU KNOW-- SHE FEEDS LIFE-FORCE INTO EACH TATTERED PIECE OF CARRION SHE FINDS...

"ALL SHE CAN ACCOMPLISH IS TO PUT INTO STASIS THE CELLULAR-LEVEL LIFE WHICH LINGERS... PRESERVING THE VICTIMS AT THE GREY FRINGES OF UTTER NON-EXISTENCE!

FINALLY, SHE DISCOVERS THE BODY OF HER LOVER, COLOSSUS--IRRETRIEVABLY DEAD BY NORMAL, HUMAN STANDARDS--YET LESS DAMAGED THAN THE REST! YOU SEE, CAPTAIN AMERICA *WARNED* HIM THAT A BOLT FROM THE BLUE MIGHT STRIKE THEM ALL DEAD--

--AND SUCCEEDS IN BRINGING HIM BACK FROM THE VERY THRESH-HOLD OF ULTIMATE DEATH!

MADE WHOLE AGAIN, HE OPENS HIS EYES TO SEE HIS BELOVED ZSAJI BREATHE HER LAST! DRAINED OF EVERY IOTA OF HER LIFE-FORCE, NOW... SHE DIES IN HIS ARMS!

--SO HE INSTINCTIVELY SHIFTED INTO HIS *ARMORED* FORM AT THE LAST INSTANT! SHE POURS HER ENERGY INTO HIM--

HE WEEPS...

BUT NOT FOR LONG! THOUGH GRIEF-STRICKEN, HE KNOWS WHAT HE MUST DO! HE LOCATES THE CORPSE OF REED RICHARDS -- *MISTER FANTASTIC!* RICHARDS' BODY, LIKE COLOSSUS,' IS LESS SHREDDED THAN THE REST, DUE TO ITS ELASTIC NATURE!

HE TAKES WHAT THERE IS OF IT TO THE FORTRESS'S MEDICAL CHAMBERS, WHERE THE HEALING MACHINES ARE! HE'S *SEEN* RICHARDS OPERATE THEM -- AND HE MANAGES TO MAKE ONE WORK!

THUS, REED RICHARDS IS RESTORED!

WORKING FEVERISHLY, RICHARDS USES THE ALIEN TECHNOLOGY OF THE FORTRESS TO INVENT AND BUILD A MASSIVE CELL-REGENERATION DEVICE! USING IT, HE TRIES TO SAVE HIS COMRADES --

-- AND SUCCEEDS!

AND THEY'RE ON THEIR WAY HERE RIGHT NOW! THE END... MAYBE!

ABSURD! THAT COULDN'T HAPPEN! THE ODDS ARE IMPOSSIBLE!

PERHAPS... BUT MAYBE YOU SORT OF... HELPED THINGS ALONG...

MAYBE YOU SECRETLY, SUBCONSCIOUSLY *WANTED* THEM TO SURVIVE...TO RISE FROM THE ASHES AND LIVE AGAIN!

YOU SPEAK MADNESS, KLAW!

OH? WHY DIDN'T YOU COMPLETELY *ATOMIZE* THEM, THEN? THE OLD BLOW-EM-APART-WITH-A-BOLT-FROM-THE BLUE TRICK SUITS YOUR FLAIR FOR THE DRAMATIC, BUT THERE MUST BE DOZENS OF SURER WAYS TO KILL THEM!

I KILLED THEM SURELY ENOUGH! THE MAD SCENARIO YOU SUGGEST IS SHEER NONSENSE!

THERE'S AN EASY WAY TO MAKE SURE! JUST TURN THE POWER *ON* AGAIN AND USE YOUR GODLIKE OMNISCIENCE TO CHECK ON THEM!

ALL RIGHT, I *WILL!*

GO AHEAD, DOOM! DO IT! GO *AHEAD!*

CURSE YOU, KLAW! NOW THAT YOU'VE TOLD ME YOUR WRETCHED TALE, I MAY *MAKE* IT COME TRUE IF I LET THE POWER RISE! MY MEREST STRAY THOUGHT--THE SLIGHTEST *DOUBT* MIGHT ALTER REALITY!

BUT IF I DO NOT LET THE POWER RISE AND REFRESH MYSELF, EVENTUALLY I SHALL GROW WEARY... AND FALL *ASLEEP!* AND THEN...?

THIS IS MADNESS! I I MUST DRIVE THESE THOUGHTS, THESE DOUBTS, FROM MY MIND! THEY ARE DEAD! DEAD! *DEAD!*

AND YET... HOW MANY TIMES IN THE PAST HAVE I THOUGHT THAT REED RICHARDS WAS DEAD?

AND, IF THERE WERE ONE MAN WHO MIGHT OVERCOME THE ODDS... IS IT NOT CAPTAIN AMERICA?

NO... *NO!*

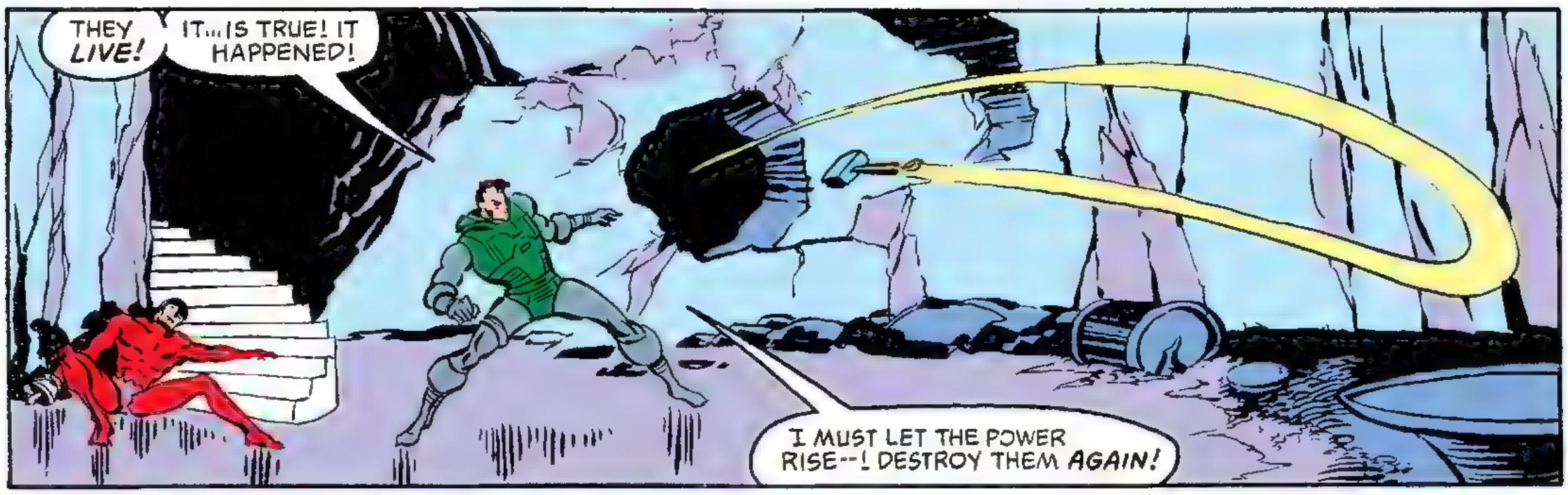
THEY ARE DEAD!

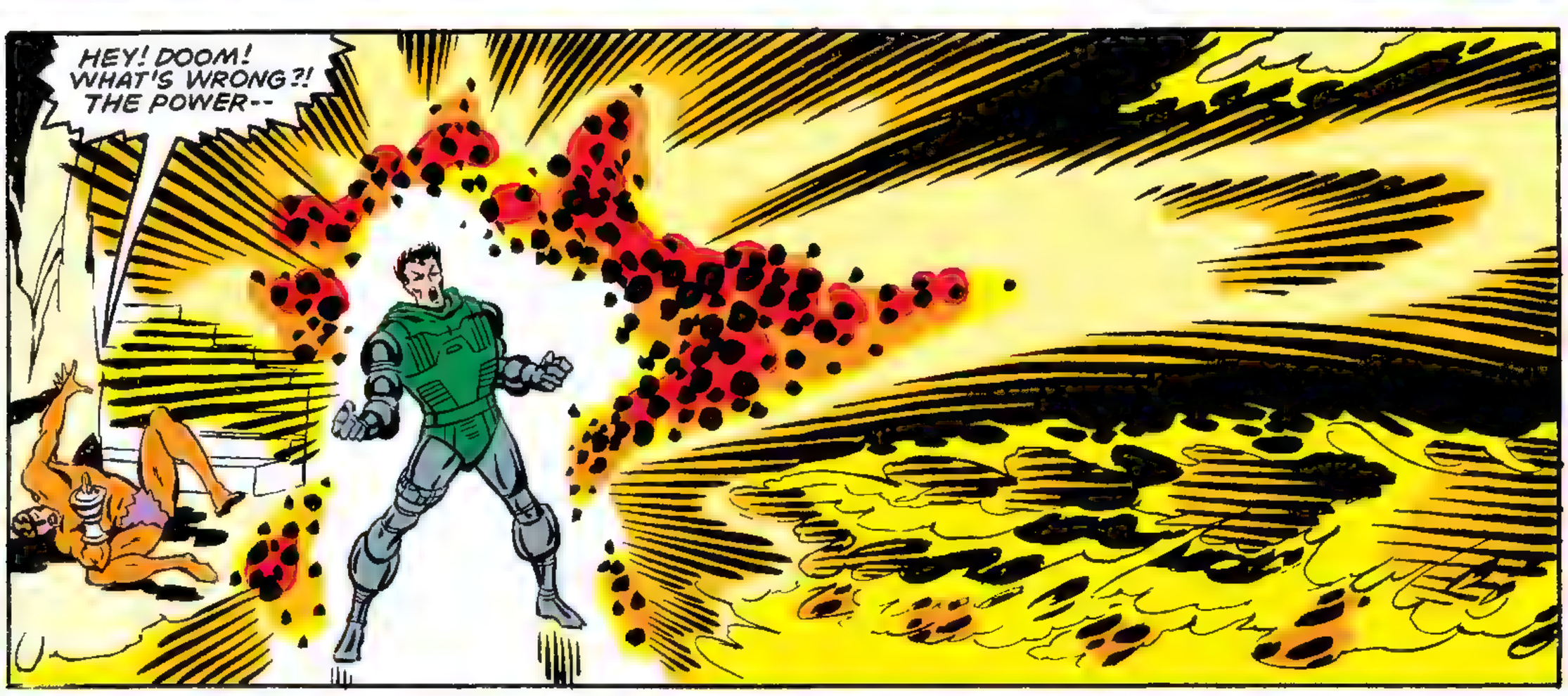
BOOOM!

KA-BOOM!

THEN, AGAIN...

THE HAMMER OF THOR!


THEY LIVE!
IT...IS TRUE! IT HAPPENED!
I MUST LET THE POWER RISE--! DESTROY THEM AGAIN!


HEY! DOOM! WHAT'S WRONG?! THE POWER--

"--IT'S RUNNING AMOK!!"

CLOSE... VERY CLOSE! I NEARLY DESTROYED ALL REALITY, KLAW! THE POWER RAN WILD--! I--I WAS BARELY ABLE TO REIN IT IN!

MY MIND IS CHURNING ...THOUGHTS RACING-- MAKING IT DIFFICULT TO GOVERN THE POWER!

Y-YOU NEED TO CALM DOWN ...*RELAX!*

HEY! I'VE GOT AN IDEA! *I'LL* DESTROY THE HEROES FOR YOU!

YOU?

JUST GIVE ME SOME OF YOUR POWER, AND I WILL DO IT! IN THE MEANTIME YOU CAN, YOU KNOW... TAKE IT EASY!

VERY WELL.

TOUCH MY HAND.

OH, *BOY!*

MORE! *MORE!*

ENOUGH!

I HAVE GIVEN YOU AN INFINITESIMAL MICRO-FRACTION OF MY STRENGTH-- ENOUGH TO BLACKEN TEN THOUSAND SUNS--FAR MORE THAN ENOUGH TO SLAY... THEM!

GO, THEN! FIGHT--! WHILE ONCE AGAIN, I CONTAIN THE POWER... AND COMPOSE MYSELF!

AT THAT MOMENT, OUTSIDE...

JUDGING FROM THE IN-CREDIBLE UPHEAVAL WE JUST SAW, *THAT* GOT DOOM'S ATTENTION, THOR! HIT HIM AGAIN, QUICK!

EVERYONE--! *ATTACK!!*

UH-OH, GUYS! MY SPIDER-SENSE JUST KICKED INTO OVERDRIVE! SOMETHING *AWESOMELY* DANGEROUS THIS WAY COMES!

LOOK ALIVE, EVERYONE! BE READY FOR *ANYTHING!*

SUDDENLY...

GRRRAAGH!

WHERE INNA BLUE BLAZES DID ...*THAT* COME FROM?!

JUST *HIT* IT! *FAST! HARD!*

HEE, HEE! THIS IS WONDERFUL! INSTEAD OF JUST SOUND IMAGES, NOW I CAN CREATE *REAL* THINGS!

I'LL MAKE AN *ARMY* OF WEIRD CREATURES! AH, BUT *FIRST*, IRST, IRST...

THERE! *ULTRON* IS ALIVE AGAIN! AS ALIVE AS ROBOTS GET ANYWAY!

ULTIE, BABY, YOU USED TO BE DOOM'S BODYGUARD--! WELL, I'VE GIVEN YOU A *PROMOTION* TO CAPTAIN OF DOOM'S ARMY! YOUR MISSION IS TO WIPE OUT THE ATTACKING HEROES!

YOUR ARMY WILL BE ALONG ANY MINUTE--BUT YOU CAN GO AHEAD AN' START WITHOUT 'EM!

ULTRON NEEDS NO ARMY!!

MAYBE NOT, BUT YOU'LL HAVE ONE ANYWAY! *BOY* WILL YOU HAVE ONE! *HEE, HEE, HEE!*

C'MERE, UGLY! I'M GONNA RAM YER HEAD UP YER TAILPIPE, AN'--

HEY! WHAT'S GOING *ON*? I-- I'M LOSIN' MY *STRENGTH!*

OH, NO! I'M CHANGIN' BACK TO *HUMAN*-- BACK TO BEN GRIMM! OH, *NO!*

GET *OUT* OF HERE, THING! RUN! I'LL HOLD THIS CREATURE OFF! HURRY!

NO! *NO!* THIS CAN'T HAPPEN NOW! I WON'T LET IT! *I AIN'T GONNA LET IT!*

KA-THOOM!

YOU--YOU *DID* IT! YOU REVERSED THE CHANGE! I DIDN'T THINK YOU COULD DO THAT!

I COULDN'T, BEFORE! BUT I JUST DID IT!

EVER SINCE I CAME TO THIS PLANET, I BEEN FLIP-FLOPPIN' WITHOUT WANTING TO! SOMETHIN' ABOUT HERE MUST MAKE THAT POSSIBLE! BUT WHATEVER IT IS--

--I CAN *CONTROL* IT NOW! I CAN FEEL IT! I *KNOW* IT!

LORDIE, LOOKIT ME! I'M CRYIN' LIKE A BABY!

BEN, I-- I DON'T KNOW WHAT TO SAY...

JUST KEEP CLOBBERIN', LADY!

ELSEWHERE...

KA-BLANG!

YOU WERE A WALKING JUNKPILE, ROBOT--

--BUT NOW YOU'RE JUST *JUNK!* NOTHING COULD SURVIVE A PUNCH LIKE THAT!

UNBELIEVABLE! YOU HAVE *DAMAGED* ULTRON-- BUT NOT NEARLY ENOUGH!

ARRHHH!

MY LEG!

HANG ON, GREENSKIN! HERE COMES THE CAVALRY! WE'LL BUST THIS CLOWN UP FOR YOU IN NO TIME!

NO! CAREFUL! DON'T GRAPPLE WITH HIM-- HE'S TOO STRONG!

YEOW!

NOW SHE TELLS US!

STUPID ORGANICS! MY NEXT BEAM WILL *VAPORIZE* YOU!

NOW-- *SKRRAWWK!*

HEY! HE BLEW UP!

WHAT A BREAK! HIS *WARRANTY* MUST HAVE JUST NOW EXPIRED!

DON'T BE SILLY! IT WAS JUST PRETTY LITTLE ME!

I GOT INSIDE THROUGH THE SPACE CREATED WHEN THE HULK DENTED ULTIE A LITTLE AND JUST STARTED YANKING WIRES!

THE *WASP!*

ALL RIGHT!

HEADS UP!

WE AIN'T OUT OF THE WOODS YET! IN FACT I THINK THERE'S *MORE* OF THESE THINGS!

THOOM!

THIS IS *HOPELESS!* WE'LL NEVER WIN, UNLESS I CAN GET PAST THESE CATSPAWS--

--AND CARRY THE FIGHT TO *DOOM*, HIMSELF!

CAPTAIN AMERICA! I KNOW WHAT YOU'RE THINKING-- BUT YOU'LL NEVER PASS ME!

I, KLAW, WIELD POWER BEYOND YOUR IMAGINING NOW! *KLAW*, AW, AW... THE *MIGHTY!* HEE, HEE, HA, HA, HA!

POWER DOESN'T IMPRESS ME! OUT OF MY WAY, KLAW!

WHOK!

OHH!

PERFECT, ERFECT, ERFECT...

SECONDS LATER, DEEP WITHIN THE TOWER...

DOOM!

AH... CAPTAIN AMERICA!

IF ONE AMONG YOUR GROUP COULD GET THIS FAR, IT WOULD, OF COURSE, BE YOU!

IT DOES NOT MATTER, OF COURSE, THAT YOU HAVE WON YOUR WAY IN HERE! THERE IS NOTHING YOU CAN DO TO HARM ME... NO WAY IN ALL THE INFINITE UNIVERSE THAT A MERE MORTAL COULD CONQUER ONE WHO IS... *OMNIPOTENT!*

I WOULDN'T BE TOO SURE ABOUT THAT! AFTER ALL...*YOU* CONQUERED THE BEYONDER!

AND WHY WOULD YOU HAVE GONE THROUGH THE TROUBLE OF KILLING US IN THE FIRST PLACE, UNLESS...YOU WERE AFRAID!

ENOUGH!

YOU SHALL NOT CONQUER ME! *BEHOLD!* I LET THE INFINITE POWER, THE POWER WHICH MAKES ME SUPREME AND INVINCIBLE, *RISE--*

--AND LET THE UNIVERSE BEWARE..!

PERFECT! HEE, HEE!

DIE, AVENGER!

KRAK-KOOM!

HE'S *ATOMIZED!* GONE FOREVER!

IT IS *FINISHED! OVER!*

NOW, NOW I MUST CALM THE RAGING STORM IN MY SOUL--! BRING ORDER TO MY THOUGHTS--LEST THE RANDOM SPILLAGE OF POWER COSMIC CAUSED BY MY INNER UNREST--

--CAUSE THE UNTHINKABLE!

OH... NO...

NO!

YOU--YOU *MUST* DIE--AND *STAY DEAD!*

DIE!

NO! NO... NO... NO-O-O!

THIS IS IT, DOOM--!

NO-O-O-O-O-O!

HE CRUMBLED... WITHOUT BEING TOUCHED!

I THINK HE'S FIGHTING ANOTHER BATTLE *INSIDE*-- TO CONTROL HIS ENDLESS POWER!

HAS MY WINNING *THIS* FIGHT--

"--MEANT THAT THE LOSER OF HIS INNER CONFLICT--"

"--IS THE *UNIVERSE*?!"

DOOM! LISTEN TO ME! YOU'RE LOSING TOUCH WITH REALITY! YOU--YOU NEED AN *ANCHOR*--!

LET ME HELP YOU!

PLEASE, DOOM... BEFORE IT'S TOO LATE!

TOO LATE? NO, NO, NO--! THE TIME, IME, IME, IS *JUST* RIGHT!

A STRANGE GLOW RISES IN KLAW'S EYES...

AND THEN, EERILY, SILENTLY, THE SHIMMERING RADIANCE WHICH IS ALL THAT REMAINS OF THE ONCE-OMNIPOTENT BEYONDER ISSUES FORTH...

WITH SAVAGE SUDDENNESS, THE BEYONDER RECLAIMS HIS POWER!

DOOM! DOOM! FORGIVE ME, DOOM! THE BEYONDER, HE TOOK OVER MY BODY--! HE USED MY GUILE, MY WITS, MY CUNNING TO ENGINEER THIS!

I SET YOU UP FOR THIS! DOOM--! I'M SO SORRY!

OH, NO! HE'S CHANGING YOU BACK-- BACK TO AS YOU WERE BEFORE!

THAT MEANS... YOUR FACE--! OH, NO!

OUT OF MY WAY, STUPID!

I MUST BE WITH MY MASTER!

EEYAHHH!

THEY--THEY'RE GONE! KLAW...DOOM... AND THE BEYONDER!

GONE!

SOON...

WE DROVE KLAW'S CREATURES AWAY, CAP...AND EVERYONE'S ALL RIGHT! WHAT HAPPENED IN THERE?

FOR THE MOMENT, LET'S JUST SAY... IT'S OVER! I'LL TELL YOU THE WHOLE STORY LATER!

RIGHT NOW, LET'S GET BACK TO DOOMBASE--

"--WHERE WE HAVE SOME IMPORTANT BUSINESS!"

ZSAJI

COLOSSUS? ARE YOU COMING?

ZSAJI

PLEASE, MEIN FREUND..! THERE IS NOTHING MORE...

AJI

COOL IT, NIGHTCRAWLER! LEAVE HIM ALONE!

SOON, INSIDE DOOMBASE...

I'VE GOT A *LOT* OF WORK TO DO IN THE LAB IF I'M GOING TO FIND A WAY TO GET US HOME, CAP! FOR A WHILE, EVERYONE ELSE MIGHT AS WELL JUST RELAX!

YOU HEARD THE MAN, EVERYBODY! FREE TIME!

HOO-RAY! I'M STARVED! I'M GOING TO FIND ME A SNACK!

SOON...

AH! HERE'S THE GOOD OL' PANTRY! ALIEN FOOD NEVER LOOKED SO... WELL, EDIBLE ANYWAY!

CH!

WHY DOES ALL THIS INTERPLANETARY FRUIT LOOK LIKE EGGPLANT? I THINK RIGHT NOW IF I HAD TO CHOOSE BETWEEN PEACE ON EARTH AND A BIG MAC IT'D BE CLOSE!

AT LEAST, WITH THIS NIFTY NEW COSTUME I DON'T HAVE TO TAKE MY MASK OFF TO EAT. IT JUST *OPENS UP* WHERE AND WHEN I ORDER IT TO!

SHORTLY...

HMM... VOICES, FROM THAT ROOM! I WONDER WHAT ALL THE RUCKUS IS? MAYBE THEY'VE GOT A SUPER TV IN THERE THAT'S PICKING UP *THE MUPPETS!*

UH-HO! IT'S THE ROOM WITH THE *COSTUME MAKING MACHINE!*

I SAID THAT I ASSUMED THAT ONCE WE RETURNED TO EARTH, THAT I WOULD ONCE AGAIN FUNCTION AS THE *LEADER* OF THIS TEAM!

AND SO YOU SHALL, STORM...GENERALLY SPEAKING! HOWEVER, NOW THAT I AM NO LONGER CONFINED TO A WHEELCHAIR, I SEE NO REASON NOT TO OCCASIONALLY ASSUME A MORE ACTIVE...AND YES, COMBAT-LEADERSHIP ROLE!

THAT BEING THE CASE, I CONSIDER IT PRUDENT TO BE APPROPRIATELY ATTIRED!

THIS IS A *GAME* TO YOU STILL, PROFESSOR X! BUT OUR LIVES ARE ON THE LINE, *REMEMBER* THAT!

HEY! THAT'S ODD!

THEY DIDN'T USE THE SAME MACHINE I DID WHEN I MADE THIS OUTFIT!

HEY, GUYS AND GALS! DO YOUR NEW DUDS DO TRICKS? I MEAN, LIKE, YOU KNOW, RESPOND TO YOUR THOUGHTS!

NO...THEY'RE JUST--JUST CLOTHES!

THEN...WHY DO *MINE?*

OH, WELL...

MEANWHILE, IN THE LAB...

I WISH I COULD USE ONE OF THE HEALING MACHINES TO REPAIR YOUR LEG, HULK, BUT YOUR GAMMA LEVEL SEEMS TO HAVE RISEN SHARPLY, LATELY! IT'D SHORT OUT THE MACHINES, I'M AFRAID!

THIS CRUTCH AND LEG BRACE SHOULD HELP YOU GET AROUND UNTIL YOU HEAL NATURALLY, THOUGH! IT'S THE BEST I CAN DO!

UMMPHH!

MOMENTS LATER, IN A NEARBY CORRIDOR...

HEY, HULKIE, LOOKS LIKE REED FIXED YOU UP PRETTY GOOD!

GOOD OLD MISTER FAN-TOTAL-TASTIC! HE ALSO SHOWED ME HOW TO USE SOME FABRICATING MACHINES TO MAKE SOME NEW ARROWS! WHAT A GUY, HUH?

OUT OF MY WAY, HAWKEYE... AND SHUT UP!

WHOA! HAS *HE* EVER CHANGED IN THE LAST FEW DAYS! I THINK HE'S *LOSING* IT--BECOMING TOTALLY SAVAGE AND OUT OF CONTROL AGAIN! MAN, I HOPE I'M WRONG!

MAYBE I'D BETTER MAKE MYSELF A FEW *MORE* ARROWS--SOME REAL HEAVY-DUTY ONES--JUST IN CASE!

LATER...

HEY! WHO'S *THAT?!*

NEVER MIND THAT--! WHERE'D HE COME FROM?

UH... HELLO!

DOCTOR CURT CONNORS--! THE LIZARD'S HUMAN HALF! DOC, WHAT HAPPENED? HOW--?

I'M NOT EXACTLY CERTAIN! I WOKE UP LYING IN A CRATER A FEW MILES FROM HERE! I DON'T REMEMBER HOW I GOT THERE--BUT I KNOW THAT THE LIZARD-PERSONA WAS SOMEHOW SUCKED OUT OF ME! IT'S GONE--!

I SAW THIS FORTRESS, AND CAME HERE! THEN--WELL, IT'S STRANGE--DOORS SEEMED TO OPEN ALMOST MAGICALLY FOR ME, AS IF SENSING THAT I WANTED IN...

WOW! THAT'S STRANGE... BUT, ANYWAY, I'M GLAD YOU'RE HERE AND OKAY, DOC!

IT IS GOOD THAT DOCTOR CONNORS FOUND US BEFORE WE DEPARTED THIS WORLD FOREVER! HOW HORRIBLE IT WOULD BE TO BE STRANDED HERE!

THAT REMINDS ME! I WISH KITTY'S DRAGON WOULD RETURN!

LOOK! LOOK THERE!

LOCKHEED!

WITH *ANOTHER* DRAGON RIGHT BEHIND HIM!

LOCKHEED, WHERE HAVE YOU ***BEEN?*** WE'VE BEEN WORRIED ABOUT YOU, FELLA!

WHATEVER HE'S BEEN UP TO, LOOKS LIKE HE MANAGED TO FIND TIME FOR SOME *R AND R* WITH A LOCAL CHIPPIE! WHO'S YOUR FRIEND, SMOG-BREATH?

REED! A COUPLE OF ***AMAZING*** THINGS JUST HAPPENED!

I KNOW--AND I THINK THAT I KNOW ***WHY!*** I SUSPECT IT'S THE SAME REASON THAT MY LAB WORK HAS BEEN GOING SO WELL LATELY!

I BELIEVE THAT THIS... *"WISH FULFILLMENT"* PHENOMENON WE'VE BEEN EXPERIENCING IS AN AFTER-EFFECT OF THE BATTLE AGAINST DOOM! THE PLANET ITSELF SEEMS TO HAVE BEEN CHARGED WITH RESIDUAL ENERGY WHICHS SEEMS TO RESPOND TO STRONG DESIRE, OR FORCE OF WILL!

HUH! ***FALLOUT!***

WHERE'S CAP GOING?

I DON'T KNOW, BUT HE LOOKS LIKE A MAN WITH A MISSION! *WHEW!*

SOMETHING LIKE THAT!

LATER, ALONE IN HIS DIMLY LIT CHAMBER, CAPTAIN AMERICA CAREFULLY ARRANGES THE SHARDS OF HIS LEGENDARY SHIELD ON HIS TABLE--

--SHARDS PAINSTAKINGLY SIFTED, ONE BY ONE, FROM MOUNDS OF DUST AND DEBRIS, TILL EVERY LAST SPLINTER WAS ACCOUNTED FOR...

IT WAS THE PRODUCT OF A FREAK METALLURGICAL ACCIDENT--A METALLIC DISK OF UNKNOWN COMPOSITION, AND UNIQUE PROPERTIES--UTTERLY IMPERVIOUS TO ANY FORCE OR INSTRUMENT WHICH HUMANS COMPREHEND.

BUT NOW IT LIES BEFORE HIM LIKE A WOUNDED FRIEND...

*HOW MANY TIMES HAS IT SAVED **HIS** LIFE? AND NOW... IT'S USEFUL LIFE IS AT AN END, FOR NO FIRE COULD MELT IT, NO FURNACE COULD REFORGE IT. IT IS FOREVER BROKEN...*

*...UNLESS BY **FORCE OF WILL**... OR **SHEER DESIRE**...*

... HE CAN ACCOMPLISH THE IMPOSSIBLE!

SHORTLY, ON THE BARREN WASTES BEYOND THE FORTRESS WALLS...

PHOOEY! JUST SEND US **HOME!** REED! WE DON'T CARE HOW YOUR GADGET WORKS!

PAY ATTENTION EVERYBODY! REED'S GOING TO EXPLAIN HOW--

THIS MUCH I **HAVE** TO TELL YOU, SPIDER-MAN! WE'LL BE TRAVELLING VIA THE SAME ALIEN CONSTRUCT THE BEYONDER USED TO BRING US HERE! IT'S STILL ORBITING IN SPACE NEARBY!

ONCE I BEAM US ALL UP TO THE CONSTRUCT, IT WILL TELEPORT TO EARTH WITH US IN IT! IT'LL LAND, AS IT DID BEFORE, IN CENTRAL PARK-- BUT IT WILL PROJECT INDIVIDUALS TO ANY DESTINATION THEY CONCENTRATE ON!

HOLY RUBY SLIPPERS!

WE'LL HAVE TO ENTER THE CONSTRUCT IN SMALL GROUPS! SPIDER-MAN, DR. CONNORS, SPIDER-WOMAN HULK AND MAGNETO WILL GO FIRST!

WE ARE READY, DOCTOR RICHARDS!

HEY, MAGNETO, HOW COME YOU'RE NOT GOING WITH YOUR BUDDIES, THE X-MEN?

I MUST GO MY OWN WAY, SPIDER-MAN... FOR NOW!

FIRST GROUP AWAY! NOW IT'S THE X-MEN'S TURN!

COLOSSUS! AREN'T YOU COMING?

NO.

COLOSSUS! LISTEN TO ME!

I SUPPOSE IT SEEMS UNFAIR! SHE BROUGHT YOU BACK... BUT NEITHER REED'S MACHINES NOR YOUR FERVENT WISHES, IT SEEMS, COULD BRING HER BACK!

APPARENTLY, AT SOME POINT, DEATH *IS* IRREVOCABLE! ZSAJI PASSED THAT POINT WHEN SHE GAVE HER LIFE TO YOU!

THAT IS THE TRAGIC *FACT!* ALL THAT REMAINS IN QUESTION IS WHETHER OR NOT YOU WILL FALL INTO TOTAL DESPAIR AND LET IT DESTROY YOU--

--THEREBY *WASTING* THE LIFE SHE GAVE YOU!

I... SHALL COME WITH YOU, PROFESSOR!

GOOD! WE ARE READY, REED!

OKAY!

HEY, *LOOK!* THAT OTHER DRAGON--! *REED!*

OH, *NO!* IT SWOOPED IN JUST AS I PRESSED THE BUTTON!

SHZZAKK!

YEEOWW!!

THAT... DIDN'T LOOK GOOD!

IT WAS JUST AN ENERGY FLUCTUATION --ALBEIT A RATHER *DRAMATIC* ONE! I HOPE IT DOESN'T CAUSE PROBLEMS WITH THEIR RE-MATERIALIZATION BACK ON EARTH!

AT LEAST THE DEVICE IS STILL WORKING!

THE AVENGERS ARE NEXT! --BUT WHERE'S THE SHE-HULK?

OVER HERE, CAP!

I'M NOT GOING WITH YOU GUYS! I'M TAKING BEN'S PLACE IN THE *FANTASTIC FOUR!*

WHAT?!!

I AIN'T GOIN' BACK, REED! NOT YET, ANYWAY! I FIGURED YOU'D NEED SOMEBODY STRONG TO KEEP BAILIN' YOU OUTTA TROUBLE, SO I ASKED SHE-HULK TO TAKE MY PLACE!

WHY? WHY, BEN?!

WELP... I GUESS 'CAUSE I GOT A LOT TO FIGURE OUT! THERE'S SOMETHIN' ABOUT THIS PLANET THAT LETS ME CHANGE FROM THE *THING*--

--TO *HUMAN!* I CAN BE REGULAR OL' BEN GRIMM AGAIN WHENEVER I WANT! I--I BEEN DREAMIN' O' THAT DAY FOR YEARS! AN' SO LONG AS I STAY HERE, I *GOT* IT!

COME OFF IT, BENJY! YOU'VE GOT NOTHING, AN NO-*BODY* HERE!

I GOT *ME*, KID! THE REAL ME! MEBBE YOU CAN'T UNNERSTAND THAT, BUT BEFORE I GO BACK TO A PLACE WHERE I AIN'T ME, AN' I KNOW I DON'T FIT IN--I JUST WANNA DO SOME THINKIN'!

YES, BEN, BUT...

YOU CAN LEAVE ME THE GIZMO, RIGHT--? SO'S I CAN COME BACK LATER!

NO BUTS, STRETCHO! IT'S SETTLED!

SHORTLY...

SEE YOU GUYS AROUND!

BYE, JENNIFER!

SO MUCH FOR THE AVENGERS! THAT LEAVES JUST US!

ONE MORE TIME--ARE YOU *SURE* ABOUT THIS, BEN?

YEAH, I'M SURE! SO *GO* ALREADY, WILLYA?

ALL RIGHT, BEN!

IF ONLY I COULD TELL HIM WHAT I SUSPECT ABOUT HIS TRANSFORMATIONS--BUT IT'S THE KIND OF THING THAT MIGHT SHATTER A MAN... EVEN A STRONG MAN LIKE BEN! NO, BETTER TO SAY NOTHING... AND HOPE HE SLOWLY DISCOVERS THE TRUTH FOR HIMSELF... OR HIDES FROM IT FOREVER!

LET'S GET TH' SHOW ON THE ROAD!

WHATEVER YOU DO, BEN, DON'T LOSE THE DEVICE, OR--*

YEAH, YEAH, YEAH! I READ YA, MOMMY!

NICE GUY, REED... A LITTLE BIT OF A WORRY WART, THOUGH! I'M GONNA BE FINE! A LITTLE LONESOME MEBBE--!

BUT WHAT'S THAT WHUT F.D.R. SAID ONCE--? "*THERE AIN'T NUTHIN' TO FEAR...*"

THE END.

SON OF ULTRON